

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York, 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	: Chapter 11
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DELPHI CORPORATION, et al.,	: Case No. 05-44481 (RDD)
	:
Debtors.	: (Jointly Administered)
	:
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 12212
(FLAMBEAU INC.)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Flambeau Inc. ("Flambeau") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 12212 (Flambeau Inc.) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 28, 2006, Flambeau filed proof of claim number 12212 against Delphi, asserting a secured claim in the amount of \$800,348.45 (the "Claim") arising from the sale of goods.

WHEREAS, on August 24, 2007, the Debtors objected to the Claim pursuant to the Debtors' Twentieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Insufficiently Documented Claims, (C) Claims Not Reflected On Debtors' Books And Records, (D) Untimely Claim, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 9151) (the "Twentieth Omnibus Claims Objection").

WHEREAS, on September 18, 2007, Flambeau filed the Response Of Flambeau Inc. To Debtors' Twentieth Omnibus Objection To Claims (Claim #12212) (the "Response").

WHEREAS, on January 29, 2008, to resolve the Twentieth Omnibus Claims

Objection with respect to the Claim, DAS LLC and Flambeau entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$584,258.31.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Flambeau stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$584,258.31 (the "Agreed-Upon Claim") and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Flambeau's Response to the Twentieth Omnibus Claims Objection is deemed resolved.
3. Flambeau retains its right to seek and obtain, and the Debtors retain the right to dispute, payment of some or all of the Agreed-Upon Claim as a "Cure Amount" pursuant to the procedures described in the Notice Of Amount With Respect To Executory Contract To Be Assumed Or Assumed And Assigned Under Plan of Reorganization directed to Flambeau and dated December 10, 2007 (the "Cure Notice") and the Order Approving (i) Disclosure Statement, (ii) Record Date, Voting Deadline, And Procedures For Temporary Allowance Of Certain Claims, (iii) Hearing Date To Consider Confirmation Of Plan, (iv) Procedures For Filing

Objections To Plan, (v) Solicitation Procedures For Voting On Plan, (vi) Cure Claim Procedures, (vii) Procedures For Resolving Disputes Relating To Postpetition Interest, And (viii) Reclamation Claim Procedures, entered December 10, 2007 (Docket No. 11389) (the "Solicitation Procedures Order"), and nothing herein shall modify the Solicitation Procedures Order.

So Ordered in New York, New York, this 4th day of February, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606-1285
(312) 407-0700

/s/ Kasey C. Nye

Kasey C. Nye
QUARLES & BRADY LLP
One South Church Avenue, Suite 1700
Tucson, Arizona 85701-1621
(520) 770-8717

- and -

- and -

Kayalyn A. Marafioti
Thomas J. Matz
Four Times Square
New York, New York 10036
(212) 735-3000

Roy L. Prange, Jr.
33 East Main Street, Suite 900
P.O. Box 2113
Madison, Wisconsin 53701
(608) 283-2485

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Attorneys for Flambeau Inc.